

THE QULTURA CONSTITUTION (MAY 2017)

This document was last amended on Friday 1st September 2017

1. NAME

The name of this Charitable Incorporated Organization is Qultura.

2. PRINCIPAL OFFICE

The principal office of Qultura is located at Unit 30, Sleaford Street Industrial Estate, Battersea, London SW8 5AB.

3. OBJECTS

The objects of Qultura are:

- (1). to provide effective and sustained support to people affected by social exclusion and social stigma through a strategy of accessibility, empowerment and inclusion and primary social interaction.
- (2). to work with different people, organizations and agencies to create opportunities for cultural development and community support networks to provide accessible environments at local community level for people affected by social exclusion so they can access an immediate sense of social inclusion.
- (3). to work to promote greater awareness, understanding of social exclusion, its causes, effects and social impact to the wider community and society through various media and strategies by sharing information of our theories, research and issues and promoting the development of effective preventative strategies.
- (4). to work to provide an effective strategy of support within these environments through the development of individual, participant centred projects involving a mix of different people both affected by social exclusion and not affected by social exclusion so that those affected can develop their own strategies and social support networks, overcoming the various barriers which hold them back, so that they can more fully participate in their community or society and no longer feel excluded.
- (5). 'For the public benefit' to work to develop various cultural and community support initiatives in local communities through a network of different people, organizations and other bodies to promote the development of greater social cohesion, cultural development and the creation of new opportunities for the benefit of everyone in that community.

4. POWERS

Qultura has the power to do anything which is calculated to further its objects or is conducive or incidental in doing so. In particular, Qultura has power to:

- (1). borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. Qultura must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2). buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3). sell, lease or otherwise dispose of all or any part of the property belonging to Qultura. In exercising this power, Qultura must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4). employ and remunerate such staff as are necessary for carrying out the work of Qultura. Qultura may employ or remunerate a Qultura trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5). deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. APPLICATION OF INCOME AND PROPERTY

- (1). The income and property of Qultura must be applied solely towards the promotion of the objects.
 - (a) A Qultura trustee is entitled to be reimbursed from the property of Qultura or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of Qultura.
 - (b) A Qultura trustee may benefit from trustee indemnity insurance cover purchased at Qultura's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2). None of the income or property of Qultura may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Qultura.
- (3). Nothing in this clause shall prevent a Qultura trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. BENEFITS AND PAYMENTS TO QULTURA TRUSTEES AND CONNECTED PERSONS.

(1). General provisions

No Qultura trustee or connected person may:

- (a) buy or receive any goods or services from Qultura on terms preferential to those applicable to members of the public;
- (b) sell goods, or services, or any interest in land to Qultura;
- (c) be employed by, or receive remuneration from, Qultura;
- (d) receive any other financial benefit from Qultura;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2). Scope and powers permitting trustees' or connected persons' benefits

- (a) A Qultura trustee or connected person may receive a benefit from Qultura as a beneficiary of Qultura provided that a majority of the trustees do not benefit in this way.
- (b) A Qultura trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to Qultura where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Qultura trustee or connected person may provide Qultura with goods that are not supplied in connection with services provided to Qultura by the Qultura trustee or connected person.
- (d) A Qultura trustee or connected person may receive interest on money lent to Qultura at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Qultura trustee or connected person may receive rent for premises let by the trustee or connected person to Qultura. The amount of the rent and the other terms of the lease must be reasonable and proper. The Qultura trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

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(f) A Qultura trustee or connected person may take part in the normal trading and fundraising activities of Qultura on the same terms as members of the public.

(3). Payment for supply of goods only - controls

Qultura and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between Qultura and the Qultura trustee or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other Qultura trustees are satisfied that it is in the best interests of Qultura to contract with the supplier rather than with someone who is not a Qultura trustee or connected person. In reaching that decision the Qultura trustees must balance the advantage of contracting with a Qultura trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to Qultura.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Qultura trustees is present at the meeting.

(f) The reason for their decision is recorded by the Qultura trustees in the minute book.

(g) A majority of the Qultura trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4). In sub-clauses 2. and 3. of this clause:

(a) “Qultura” includes any company in which Qultura:

i. holds more than 50% of the shares; or

ii. controls more than 50% of the voting rights attached to the shares; or

iii. has the right to appoint one or more directors to the board of the

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company;

(b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A Qultura trustee must:

(1). declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Qultura or in any transaction or arrangement entered into by Qultura which has not previously been declared; and

(2). absent himself or herself from any discussions of the Qultura trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of Qultura and any personal interest (including but not limited to any financial interest).

Any Qultura trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF QULTURA IF IT IS WOUND UP.

If Qultura is wound up, the members of Qultura have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. QULTURA TRUSTEES

(1). Functions and duties of Qultura trustees

Qultura trustees shall manage the affairs of Qultura and may for that purpose exercise all the powers of Qultura. It is the duty of each Qultura trustee:

(a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of Qultura in the way he or she decides in good faith would be most likely to further the purposes of Qultura; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

i. any special knowledge or experience that he or she has or holds himself or herself out as having; and,

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ii. if he or she acts as a charity trustee of Qultura in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2). Eligibility for trusteeship

(a) Every Qultura trustee must be a natural person.

(b) No individual may be appointed as a charity trustee of Qultura:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].
- if he or she has been the subject of successful legal action (whether civil or criminal) for any of the following; assault, copyright infringement, deception, fraud, or harrassment.

(c) No one is entitled to act as a Qultura trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Qultura trustees decide, his or her acceptance of the office of Qultura trustee.

(d) At least one of the trustees of Qultura must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

(3). Number of Qultura trustees

(a) There must be at least three Qultura trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4). First Qultura trustees

The first charity trustees are as follows, and are appointed for the following terms

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David Fisher for 4 years.

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Charmaine Bourton for 3 years.

Joe Stuart for 2 years.

10. APPOINTMENT OF QULTURA TRUSTEES

(1). Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.

(2). In selecting individuals for appointment as Qultura trustees, the Qultura trustees must have regard to the skills, knowledge and experience needed for the effective administration of Qultura.

11. INFORMATION FOR NEW QULTURA TRUSTEES

The Qultura trustees will make available to each new charity trustee, on or before his or her first appointment:

- (1). a copy of the current version of this Constitution, and;
- (2). a copy of Qultura's latest Trustees' Annual Report and statement of accounts.

12. RETIREMENT AND REMOVAL OF QULTURA TRUSTEES

(1). A Qultura trustee ceases to hold office if he or she:

- (a) retires by notifying Qultura in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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(2). Any person retiring as a charity trustee is eligible for reappointment.

(3). A Qultura trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

13. TAKING OF DECISIONS BY QULTURA TRUSTEES

Any decision may be taken;

- at a meeting of charity trustees, or
- by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

14. DELEGATION BY QULTURA TRUSTEES

(1). The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2). This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. MEETINGS OF QULTURA TRUSTEES

(1). Calling meetings

- (a) Any Qultura trustee may call a meeting of the charity trustees.

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(b) Subject to that, Qultura trustees shall decide how their meetings are to be called, and what notice is required.

(2). Chairing of meetings

Qultura trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Qultura trustees present may appoint one of their number to chair that meeting.

(3). Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Qultura trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A Qultura trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4). Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by Qultura trustees in which each participant may communicate with all the other participants.

(b) Any Qultura trustee participating at a meeting by suitable electronic means agreed by the other Qultura trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. INVOLVEMENT IN QULTURA

1. Qultura provides opportunities for involvement in Qultura to people through Reconnection, which has five divisions pertaining to Governance, Media, Resources, Skilled and Reverse. These are as follows:

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- i. Governance - the Trustees, Primary Administrator, volunteer administrators, and support volunteers. Trustees appoint themselves and the others are appointed by the Primary Administrator. Anyone in this group may not be involved in any way in the Reverse group.
- ii. Media - for the sharing of theory, issues, and other media with the wider community and public both offline and online through various means. This group is accessible to everyone.
- iii. Resources - for the gathering of various resources, spatial, material and financial to meet preexisting needs for projects developed by Qultura and its participants. This group is accessible to everyone.
- iv. Specialist - this group is for activities and support which requires a degree of competence in a profession, skill or knowledge and may only be accessed by people with relevant qualifications and experience. Qultura provides unqualified support to people affected by social exclusion, and there are times when people affected by social exclusion need qualified and professional support. This is the purpose of this group, This group not only may include professional organizations and bodies such as clinical practitioners, solicitors, mental health charities but also other organizations and charities with objects relating to the practical and material aspects of social exclusion, such as food banks, homeless charities and debt management services. This group is therefore for those who have objectives which lie outside Qultura objects.
- v. Reverse - this group is for beneficiaries of Qultura only for the purpose of receiving support which may be material or financial. Anyone in this group may not participate in the Governance group, they must work with a volunteer administrator (and if required a support volunteer) with no connection to their person, and they may not appeal or seek resources without Trustee agreement or approval.

2. Qultura gathers resources in one of two ways. One is through pledges of support from people who become supporters, who can pledge material, financial or spatial support through a pledge made via our website for the purpose of receiving appeals (from beneficiaries in the Reverse group of Reconnection). The other is via donation, which can only be made online via Paypal into the Qultura bank account.

3. Qultura does not rent office space or any other space, it does not employ staff, pay expenses, it avoids paying for advertising or marketing, and all resources are to be used to address preexisting, established needs for the direct benefit or purpose of achieving its mission or objects, which is to remove a barrier or create an opportunity for someone affected by social exclusion.

4. Qultura participants may independently, making use of spaces, virtual spaces and materials and facilities made available to them through Qultura, gather resources which can be exploited to resolve social exclusion, the barriers created by social exclusion and to create opportunities for people to resolve their experience of social exclusion, on condition that;

- (a) they have the agreement and approval of Qultura trustees in consensus

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to gather such resources and also the cooperation of a Qultura volunteer administrator to supervise administration of all resources. Such agreement must be in written form.

(b) they give members of the public and potential supporters a clear and accurate idea of why they need the resources and what the resources will be used for through an appeal with a clear objective.

(c) they develop an appeal in written form with a unique ID and clearly stating the objective of their appeal which is publicly accessible and made known to other persons before any resources change hands or access to resources is given.

(d) they make use of all resources in accordance with all statements made in relation to their appeal, ensuring Qultura is provided with evidence of such use, that all resources are used as they were intended to, and that any excessive resources gathered is donated as 'excess' resources to be used specifically for other member projects and appeals not later than 28 days after payment to the bank account specified in the appeal.

5. All Qultura trustees are Qultura participants with administrative privileges but are forbidden to be part of the Reverse group.

17. INFORMAL OR ASSOCIATE (NON-VOTING) MEMBERSHIP

(1). Qultura trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(2). Other references in this constitution to "participants" and "participation" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

18. DECISIONS WHICH MUST BE MADE BY MEMBERS OF QULTURA

(1). Any decision to:

(a) amend the Qultura Constitution;

(b) amalgamate Qultura with, or transfer its undertaking to, one or more other Charitable Incorporated Organizations, in accordance with the Charities Act 2011; or

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(c) wind up or dissolve Qultura (including transferring its business to any other charity)

must be made by a resolution of the participants of Qultura (rather than a resolution of Qultura trustees).

(2). Decisions of the members may be made either:

(a) by resolution at a general meeting, or;

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

(3). Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 28 (amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4). Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as Qultura has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of Qultura on the date when the proposal is first circulated.

19. GENERAL MEETINGS OF MEMBERS

(1). Calling of general meetings of members

Qultura trustees may designate any of their meetings as a general meeting of the members of Qultura. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of Qultura as

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specified in clause 18 (Decisions which must be made by the members of Qultura).

(2). Notice of general meetings of members

(a) The minimum period of notice required to hold a general meeting of the members of Qultura is 14 days.

(b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of Qultura.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3). Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

(4). Proxy voting

(a) Any member of Qultura may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of Qultura. Proxies must be appointed by a notice in writing (a "proxy notice") which:

- i. states the name and address of the member appointing the proxy;
- ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
- iv. is delivered to Qultura in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) Qultura may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

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(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to Qultura by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to Qultura a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(5). Postal voting

(a) Qultura may, if Qultura trustees so decide, allow the members to vote by post or electronic mail ("email") to elect new Qultura trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) Qultura trustees must appoint at least two persons independent of Qultura to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, Qultura must send to members of Qultura not less than 21 days before the deadline for receipt of votes cast in this way:

i. a notice by email, if the member has agreed to receive notices in this way under clause 21 (Use of electronic communication, including

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an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to Qultura, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [Qultura]', at Qultura's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers

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before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of Qultura. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

20. SAVING PROVISIONS

(1). Subject to sub-clause (2) of this clause, all decisions of Qultura trustees, or of a committee of Qultura trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Qultura trustee and that Qultura trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2). Sub-clause (1) of this clause does not permit a Qultura trustee to keep any benefit that may be conferred upon him or her by a resolution of Qultura trustees or of a committee of Qultura trustees if, but for sub-clause (1), the resolution would have been void, or if the Qultura trustee has not complied with clause 7 (Conflicts of interest).

21. EXECUTION OF DOCUMENTS

- (1). Qultura shall execute documents either by signature or by affixing its seal (if it has one)
- (2). A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3). If Qultura has a seal;
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of Qultura trustees or of a committee of Qultura trustees duly authorised by Qultura trustees. Qultura trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two Qultura trustees.

22. USE OF ELECTRONIC COMMUNICATIONS

(1). General

Qultura will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2). To Qultura

Any member or charity trustee of Qultura may communicate electronically with Qultura to an address specified by Qultura for the purpose, so long as the communication is authenticated in a manner which is satisfactory to Qultura.

(3). By Qultura

- (a) Any member or trustee of Qultura, by providing Qultura with his or her email address or similar, is taken to have agreed to receive communications from Qultura in electronic form at that address, unless the member has indicated to Qultura his or her unwillingness to receive such communications in that form.
- (b) Qultura trustees may, subject to compliance with any legal

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requirements, by means of publication on its website:

- i. provide the members with the notice referred to in clause 19(2) (Notice of general meetings);
- ii. give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); and
- iii. submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with Qultura's powers under clause 18 (Members' decisions), 18(4) (Decisions taken by resolution in writing), or the provisions for postal voting (clause 19)

(c) Qultura trustees must -

- i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- ii. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. KEEPING OF REGISTERS

Qultura must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and trustees.

24. MINUTES

Qultura trustees must keep minutes for all:

- (1). appointments of officers made by the charity trustees;
- (2). proceedings at general meetings of the CIO;
- (3). meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;

(4). decisions made by Qultura trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

(1). Qultura trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of Qultura, within 10 months of the financial year end.

(2). The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. RULES

Qultura trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of Qultura, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of Qultura on request.

27. DISPUTES

If a dispute arises between members of Qultura about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. AMENDMENT OF THIS CONSTITUTION

As provided by sections 224-227 of the Charities Act 2011:

(1). This constitution can only be amended:

(a) by resolution agreed in writing by all members of Qultura; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of Qultura called in accordance with clause 19 (General meetings of members).

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(2). Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Qultura trustees or members of Qultura or persons connected with them, requires the prior written consent of the Charity Commission.

(3). No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4). A copy of every resolution amending the constitution, together with a copy of Qultura's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29. VOLUNTARY WINDING UP OR DISSOLUTION

(1). As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of Qultura called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

i. by a resolution passed by a 75% majority of those voting, or

ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of Qultura.

(2). Subject to the payment of all Qultura's debts:

(a) Any resolution for the winding up of Qultura, or for the dissolution of Qultura without winding up, may contain a provision directing how any remaining assets of Qultura shall be applied.

(b) If the resolution does not contain such a provision, Qultura trustees must decide how any remaining assets of Qultura shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Qultura.

(3). Qultura must observe the requirements of the Dissolution Regulations in applying to the Commission for Qultura to be removed from the Register of

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Charities, and in particular:

(a) Qultura trustees must send with their application to the Commission:

- i. a copy of the resolution passed by the members of Qultura;
- ii. a declaration by the charity trustees that any debts and other liabilities of Qultura have been settled or otherwise provided for in full; and
- iii. a statement by Qultura trustees setting out the way in which any property of Qultura has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) Qultura trustees must ensure that a copy of the application is sent within seven days to every member and employee of Qultura, and to any trustee of Qultura who was not privy to the application.

(4). If Qultura is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this Constitution

“connected person” means;

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub- clause (a) or (b) above;
- (d) an institution which is controlled -
 - i. by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii. by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which -
 - i. the charity trustee or any connected person falling within sub-clauses (a)

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to (c) has a substantial interest; or

ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“**Qultura trustee**” means a trustee of Qultura.

THE CHARITABLE STATUS AMENDMENT

1. CHARITABLE STATUS

Qultura is a non profit organization which promotes human creativity and individuality. The work of Qultura is based on a theory of creativity and universal principles. The objective can therefore be interpreted as also developing levels of consciousness. Levels of consciousness cannot be developed without developing morality and very clear moral principles.

Increasingly Qultura’s work and projects involve a component which involves either community support or social care. Within the social care sector there is a growing number of profit making corporations which have been granted status by the Charities Commission as registered charities. There is also a growing public distrust of charities and charitable status which from the perspective of Qultura presents a very clear conflict of interest.

Qultura is defined as a Charitable Incorporated Organization only in a legal sense and pursues charitable objectives only in a legal sense, or as part of specific projects or appeals. Qultura is not a charity, it currently has no interest in becoming a registered charity and makes resources accessible to people for **doing** rather than **being**.

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Therefore please do not refer to or describe Qultura as a charity, but as a cultural development organization. We are strictly not for profit and we always work in the public interest.